

DELTA MARKETING GROUP, LLC (“Company”)
RECORD OF ACTION OF SOLE MEMBER

A. WHEREAS, Company purchases grocery products from and uses certain intellectual property of Moran Foods, LLC d/b/a Save-A-Lot (“SAL”);

B. WHEREAS SAL asserted various events of default under applicable Licensing and Supply Agreements and thereafter a Voluntary Surrender Agreement was entered which provided for Company’s surrender of assets and operation of the store to SAL and cooperation regarding a sale of assets;

C. WHEREAS, a purchaser of Company and affiliates’ assets has been identified and wishes to proceed with acquisition of the assets free and clear of security interests with such interests to attach to proceeds of sale as provided under section 363 of the Bankruptcy Code;

D. WHEREAS, it is in the best interests of Company, its creditors and its customers to pursue a going concern sale of assets under section 363 and to employ counsel to do so.

NOW THEREFORE, IT IS RESOLVED:

1. Company is hereby authorized to employ Beck & Sant, LLC (“Beck & Sant”) as its primary bankruptcy counsel pursuant to the terms of an engagement letter dated June 30, 2023, for the purposes set forth therein and/or below;

2. Company is hereby authorized to employ Newman & Newman as local bankruptcy counsel pursuant to the terms of an engagement letter for the purposes set forth therein and/or below;

3. Company hereby consents to employment of Ascend Grocery, LTD to operate its stores;

4. Company’s seeking relief under Chapter 11 of the Bankruptcy Code is hereby authorized;

5. Company’s pursuit of a sale of Company assets, free and clear of all liens, claims and encumbrances within the Chapter 11 Bankruptcy Case is hereby authorized;

6. Counsels’ filing appropriate pleadings, applications, affidavits and related documents to be employed and to allow Company to take all actions necessary to operate and achieve sale of its assets, and the actions set forth herein, is hereby authorized.

By: /s/ Daniel K. Myers
Daniel K. Myers, Sole Member

Date: September 22, 2023